

# Title 256 WAC

## EASTERN WASHINGTON STATE HISTORICAL SOCIETY

### Chapters

**256-01 Eastern Washington state historical society—Bylaws.**

### Chapter 256-01 WAC

#### EASTERN WASHINGTON STATE HISTORICAL SOCIETY—BYLAWS

#### WAC

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**WAC 256-01-001 Office.** The principal office of the eastern Washington state historical society shall be West 2316 First Avenue, Spokane, Washington 99204.

[Order 68-1, Article I, filed 3/8/68.]

**WAC 256-01-010 Members.** (1) There shall be six classes of membership in the society: Honorary members, patron members, fellow members, life members, annual members and nonresident members. The board of trustees shall grant a membership and it shall continue until written resignation or termination by the board for nonpayment of dues where dues are required or for other cause deemed sufficient by the board of trustees.

(2) Honorary membership shall be composed of persons of distinction in literature, science, art, finance or governmental affairs in the state of Washington or the United States or the Dominion of Canada; they shall be exempt from the payment of dues and shall not be entitled to participate in the deliberations of the society except by courtesy. No more than two honorary members shall be chosen and elected in one year. The board of trustees shall determine the honorary memberships.

(3) The classes of membership of patrons, fellows, life members, annual members and nonresident members shall be composed of worthy citizens of the Inland Empire, interested in the permanent advancement of the society and desirous of rendering financial assistance by the payment of the dues of the respective classes; and the board of trustees shall be entitled to include with any of the memberships a family membership, and it shall be in the name of the husband and wife or head of such family and shall include the minor children of the family, and the voting of such membership shall be restricted to the husband or wife or the head of such family.

(4) Applications for membership in the society in any of these classes other than honorary membership shall be made

to the secretary and shall be accompanied with fees or annual dues of the respective class of membership in which the application is made.

[Order 68-1, Article II, filed 3/8/68.]

**WAC 256-01-020 Meeting of members.** (1) The annual meeting of the members shall be held on the third Thursday of May of each year at an hour to be designated by the board of trustees.

(2) Special meetings of the members may be called by the president, the board of trustees or not less than one-tenth of the members having voting rights.

(3) All meetings of the members shall be held at the principal office of the society unless some other place in the city of Spokane is selected as a meeting place by the board of trustees.

(4) Notice of annual meeting shall be given by the secretary at least ten days prior to the holding thereof either through a newspaper of general circulation in the city of Spokane or through a written notice mailed to each member at his address as shown by the records of the society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

[Order 68-1, Article III, filed 3/8/68.]

**WAC 256-01-030 Fees and dues.** (1) Membership fees or dues shall be determined by the board of trustees.

(2) Unless otherwise determined by the board of trustees, the annual dues of the classes of membership shall be as follows:

Life Membership	To be determined by board
Patron membership	\$100.00
Fellow membership	\$50.00
Associate fellow membership	\$25.00
Annual single membership	5.00
Annual family membership	10.00
Annual student membership	2.50
Honorary membership	No fee

(3) Said dues may be changed at any time by action of the board of trustees.

(4) All membership dues shall be paid to the society, for which receipt shall be given by whomever the board of trustees shall designate.

(5) The society shall issue certificates of honorary membership and other certificates so directed to be given by the board of trustees in such form as the board shall determine. The certificates shall be signed by the president and secretary, with the seal of the society affixed thereto.

(6) Upon approval of a majority of the board of trustees of the society, any persons eligible to any class of membership and who shall donate to and give to the society objects of art or other material or property of any kind whatsoever acceptable to the board of trustees, may be considered as having paid dues for the particular membership for such period of time as the board of trustees shall determine reasonable in view of the contribution made.

[Order 68-1, Article IV, filed 3/8/68.]

**WAC 256-01-040 Board of trustees.** (1) The board of trustees shall be composed of not less than fifteen nor more than thirty-five, as the board of trustees may from time to time determine.

(2) One-third or as close to one-third as can be determined of such trustees shall be chosen annually at the annual meeting of the society. In addition to the elected trustees, each past president of the society shall, by virtue of such position, be entitled to participate at the board meeting, but shall not be entitled to vote. A member of the board of trustees shall not be eligible for reelection after the expiration of a consecutive second full three-year term, until one year shall have elapsed, and this restriction on reelection shall not be retroactive but shall be prospective.

(3) The governor, secretary of state and state treasurer of the state of Washington shall be ex officio members of the board of trustees of the society and authorized and empowered to vote upon the questions coming before the said board for its action.

(4) Any vacancy in the board of trustees by any cause whatsoever may be filled for the unexpired term by action of the majority of the board of trustees.

(5) Regular meetings of the board of trustees shall be held at such time and place, either within or without the state of Washington, and with such notice as the board of trustees shall determine by resolution.

(6) Special meetings of the board of trustees may be called by or at the request of the president or any three trustees. The secretary shall issue the notice of call for the special meeting, which shall be held at the office of the society or such other place within the city of Spokane as the president or the secretary shall designate.

(7) Written or printed notice of any special meeting of the board of trustees shall be given at least two days previously thereto, delivered personally or sent by mail or telegram to each trustee at his address as shown by the records of the society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting.

(8) Ten trustees shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the trustees are present at said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

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(9) Any vacancy occurring in the board of trustees shall be filled by the board of trustees. A trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

(10) Any action required by law to be taken at a meeting of the trustees, or any action which may be taken at a meeting of the trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees.

(11) Majority rule shall prevail and the meetings shall be governed by *Roberts Rules of Order*.

[Order 68-1, Article V, filed 3/8/68.]

**WAC 256-01-050 Officers.** (1) The officers of the society shall be a president, a vice president, a secretary, and a treasurer, and such other officers as the board of trustees shall determine. Any two or more offices may be held by the same person, except the offices of president and secretary.

(2) The officers of the society shall be elected annually by the board of trustees at the next regular meeting following the annual meeting of the board of trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

(3) Any officer elected or appointed by the board of trustees may be removed with or without cause by the board of trustees whenever in its judgment the best interest of the society would be served thereby.

(4) A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of trustees for the unexpired portion of the term.

(5) The president shall be the principal executive officer of the society and shall in general supervise and control all of the business and affairs of the society. He shall preside at all meetings of the members and of the board of trustees. He may sign, with the secretary or any other proper officer of the society authorized by the board of trustees, any deeds, mortgages, bonds, contracts, or other instruments which the board of trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of trustees or by these bylaws or by statute to some other officer or agent of the society; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of trustees from time to time.

(6) In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. A vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of trustees.

(7) If required by the board of trustees, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety and sureties as the board of trustees shall determine. He shall have such duties as the board of trustees shall from time to time specify.

(2007 Ed.)

(8) The secretary shall keep the minutes of the meeting of the members and the board of trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; see that the seal of the society is affixed to all documents, the execution of which on behalf of the society under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of trustees. All of the corporate records shall be kept in the offices of the society.

(9) The board of trustees by resolution shall have power and authority to appoint a director or a curator or such other agent or agents as it deems necessary, setting forth in the resolution appointing said agent the extent of the authority given to him.

[Order 68-1, Article VI, filed 3/8/68.]

**WAC 256-01-060 Committees.** (1) The board of trustees shall appoint the following standing committees:

(a) Executive committee. This committee shall be composed of members of the board of trustees not to exceed ten in number, including the president, and shall have authority to transact such business of the society as may require their attention between meetings of the board of trustees of this society. All business transacted by such committee shall be reported to the board of trustees at its next meeting.

(b) Finance committee. This committee shall be composed of members not to exceed fifteen in number, including the president, and shall assist the board of trustees in the management of the finances of the society, including but not by way of limitation, raising of funds for the society and its purposes in such manner as shall meet the approval of the board of trustees. The finance committee shall report all of its proceedings to the board of trustees at its next meeting.

(2) In addition to the foregoing committees, the board of trustees, by resolution adopted by a majority of the trustees in office, may designate one or more other committees, each of which shall have one or more trustees on said committees and such other members as the board of trustees shall determine. Each committee shall set its own meeting schedule and agenda and shall have such authority as provided in the resolution appointing the committee, but shall not have and shall not exercise the authority of the board of trustees in the management of the society. The chairman of each committee shall be an ex officio member of the board of trustees during his chairmanship.

(3) Each member of a committee shall continue as such until the next annual meeting of the members of the society, unless the committee shall be sooner terminated or unless such member be removed from such committee which may be done by the board of trustees when it is in its judgment believes the best interests of the society shall be served by such removal, or unless such member shall cease to qualify as a member thereof.

(2007 Ed.)

(4) Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

(5) Unless otherwise provided in the resolution of the board of trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

[Order 68-1, Article VII, filed 3/8/68.]

**WAC 256-01-070 Contracts, checks, deposits and funds.**

(1) The board of trustees may authorize any office or officers, agent or agents of the society, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the society, and such authority may be general or confined to specific instances.

(2) All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the society, shall be signed by such officer or officers, agent or agents of the society and in such manner as shall from time to time be determined by resolution of the board of trustees. In the absence of such determination by the board of trustees, checks, drafts or others for the payment of money shall be signed by the president or vice president and countersigned by the treasurer.

(3) All funds of the society shall be deposited from time to time to the credit of the society in such banks, trust companies or other depositories as the board of trustees may select.

(4) The board of trustees may accept on behalf of the society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the society.

[Order 68-1, Article VIII, filed 3/8/68.]

**WAC 256-01-080 Order of business.** (1) The order of business of members of the society at its annual meeting shall be as follows:

(a) The meeting shall be called to order by the president. In the absence of the president or vice-president, the meeting shall be called to order by the secretary or a trustee, and a president pro tem shall be nominated.

(b) Election of trustees for the ensuing year.

(c) Report of president.

(d) Reading of papers on history, arts and kindred subjects.

(e) Old business.

(f) Special or new matters of business and programs, if any.

(2) The order of business of the board of trustees at its annual meeting shall be as follows:

(a) Meeting called to order by the then president.

(b) Election of the president of the society for the ensuing year.

(c) Election of the remaining officers of the society.

(d) Appointment of committees.

(e) Old business.

(f) New business.

(3) Order of business at other board of trustee meetings shall be as follows:

(a) Meeting shall be called to order by the president.

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- (b) Report of committees.
- (c) Report of budget and income and expense.
- (d) Old business.
- (e) New business.

[Order 68-1, Article IX, filed 3/8/68.]

**WAC 256-01-090 Fiscal year.** Fiscal year shall be on a fiscal year beginning July 1 and ending June 30.

[Order 68-1, Article X, filed 3/8/68.]

**WAC 256-01-100 Amendment of bylaws.** These bylaws may be amended at any meeting of the board of trustees called for that purpose after due and proper notice thereof has been given.

[Order 68-1, Article XI, filed 3/8/68.]